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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re :
:
:
BREITBURN OPERATING LP, : **Chapter 11**
:
:
Debtor. : **Case No. 16-_____ (___)**
:
:
Fed. Tax Id. No. 11-3785529 :
-----X

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:
In re :
:
:
BREITBURN OPERATING GP LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-_____ (___)**
:
:
Fed. Tax Id. No. 11-3785525 :
-----X

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:
In re :
:
:
BREITBURN ENERGY : **Chapter 11**
PARTNERS LP, : **Case No. 16-_____ (___)**
:
:
Debtor. :
:
:
Fed. Tax Id. No. 74-3169953 :
-----X

| | | |
|-----------------------------|---|-------------------------|
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BREITBURN MANAGEMENT | : | |
| COMPANY LLC, | : | Case No. 16-_____ (___) |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 76-0822858 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BREITBURN FINANCE | : | |
| CORPORATION, | : | Case No. 16-_____ (___) |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 27-0322548 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BREITBURN GP LLC, | : | |
| | : | Case No. 16-_____ (___) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 74-3169948 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BREITBURN SAWTELLE LLC, | : | |
| | : | Case No. 16-_____ (___) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 35-2417661 | : | |
| -----X | : | |

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|-----------------------------|---|-------------------------|
| -----X | : | |
| In re | : | |
| BREITBURN OKLAHOMA LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 46-3094714 | : | |
| -----X | : | |
| In re | : | |
| PHOENIX PRODUCTION COMPANY, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 83-0291427 | : | |
| -----X | : | |
| In re | : | |
| QR ENERGY, LP, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 90-0613069 | : | |
| -----X | : | |
| In re | : | |
| QRE GP, LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 90-0612855 | : | |
| -----X | : | |
| In re | : | |
| QRE OPERATING, LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 80-0659097 | : | |
| -----X | : | |

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| -----X | : | |
| In re | : | |
| BREITBURN TRANSPETCO LP LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 20-2717188 | : | |
| -----X | : | |
| In re | : | |
| BREITBURN TRANSPETCO GP LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 20-2717222 | : | |
| -----X | : | |
| In re | : | |
| TRANSPETCO PIPELINE COMPANY, L.P., | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 72-1302620 | : | |
| -----X | : | |
| In re | : | |
| TERRA ENERGY COMPANY LLC, | : | Chapter 11 |
| Debtor. | : | Case No. 16-_____ (___) |
| Fed. Tax Id. No. 26-1389616 | : | |
| -----X | : | |

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| In re | : | |
| | : | Chapter 11 |
| TERRA PIPELINE COMPANY LLC, | : | |
| | : | Case No. 16-_____ (___) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-2033146 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BREITBURN FLORIDA LLC, | : | |
| | : | Case No. 16-_____ (___) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-0267424 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| MERCURY MICHIGAN | : | |
| COMPANY, LLC, | : | Case No. 16-_____ (___) |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-2033380 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| BEAVER CREEK PIPELINE, L.L.C., | : | |
| | : | Case No. 16-_____ (___) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 74-2927887 | : | |
| -----X | : | |

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| In re | : | |
| | : | Chapter 11 |
| GTG PIPELINE LLC, | : | |
| | : | Case No. 16-_____ (____) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-2033760 | : | |
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| ALAMITOS COMPANY, | : | |
| | : | Case No. 16-_____ (____) |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 33-0449156 | : | |
| -----X | : | |

**DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1 AND LOCAL RULE 1007-3**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, Breitburn Energy Partners LP (“**BBEP**”) and certain of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) respectfully represent:

1. BBEP is a publicly traded limited partnership. The only person or entity that beneficially owns greater than 10% of BBEP’s common units, 8.25% Series A Cumulative Redeemable Perpetual Preferred Units, and 8% Series B Perpetual Convertible Preferred Units is EIG Redwood Equity Aggregator, LP, which beneficially owns 13.89% of BBEP’s common units, 8.25% Series A Cumulative Redeemable Perpetual Preferred Units, and 8.25% Series A Cumulative Redeemable Perpetual Preferred Units.

2. BBEP owns 100% of the partnership, membership or equity (whichever is applicable) interests in the following Debtors: Breitburn Management Company LLC, Breitburn Operating GP LLC, Breitburn Finance Corporation, and Breitburn GP LLC.

3. BBEP owns a 99.999% limited partnership interest in Breitburn Operating LP (“**BOLP**”). Breitburn Operating GP LLC owns BOLP’s 0.001% general partnership interest.

4. BOLP owns 100% of the partnership, membership or equity (whichever is applicable) interests in the following Debtors: Breitburn Sawtelle LLC, Breitburn Oklahoma LLC, Phoenix Production Company, QR Energy, LP, Breitburn Transpetco LP LLC, Breitburn Transpetco GP LLC, Terra Energy Company LLC, Breitburn Florida LLC, Mercury Michigan Company, LLC, GTG Pipeline LLC, and Alamitos Company.

5. BOLP owns a 39% limited partnership interest and a 1% general partnership interest in Transpetco Pipeline Company, L.P. Breitburn Transpetco LP LLC owns the remaining 59% limited partnership interest in Transpetco Pipeline Company, L.P., and Breitburn Transpetco GP LLC owns Transpetco Pipeline Company, L.P.’s remaining 1% general partnership interest.

6. BOLP owns a 50% membership interest in Beaver Creek Pipeline, L.L.C. Mercury Michigan Company, LLC owns the remaining 50% membership interest in Beaver Creek Pipeline, L.L.C.

7. QR Energy, LP is the sole member of both QRE GP, LLC, and QRE Operating, LLC.

8. Terra Energy Company LLC is the sole member of Terra Pipeline Company LLC.

9. Terra Pipeline Company owns a 15% general partnership interest in Terra-Westside Processing Company, which is a non-debtor general partnership.

10. Mercury Michigan Company, LLC owns an approximate 24.5% limited partnership interest in Wilderness Energy Services Limited Partnership, a non-debtor limited partnership.

11. Beaver Creek Pipeline, L.L.C. owns an approximate 54% limited partnership interest in Saginaw Bay Lateral Michigan Limited Partnership, a non-debtor limited partnership.

12. BOLP owns an approximate 5.5% limited partnership interest in Wilderness-Chester Gas Processing Limited Partnership, a non-debtor limited partnership.

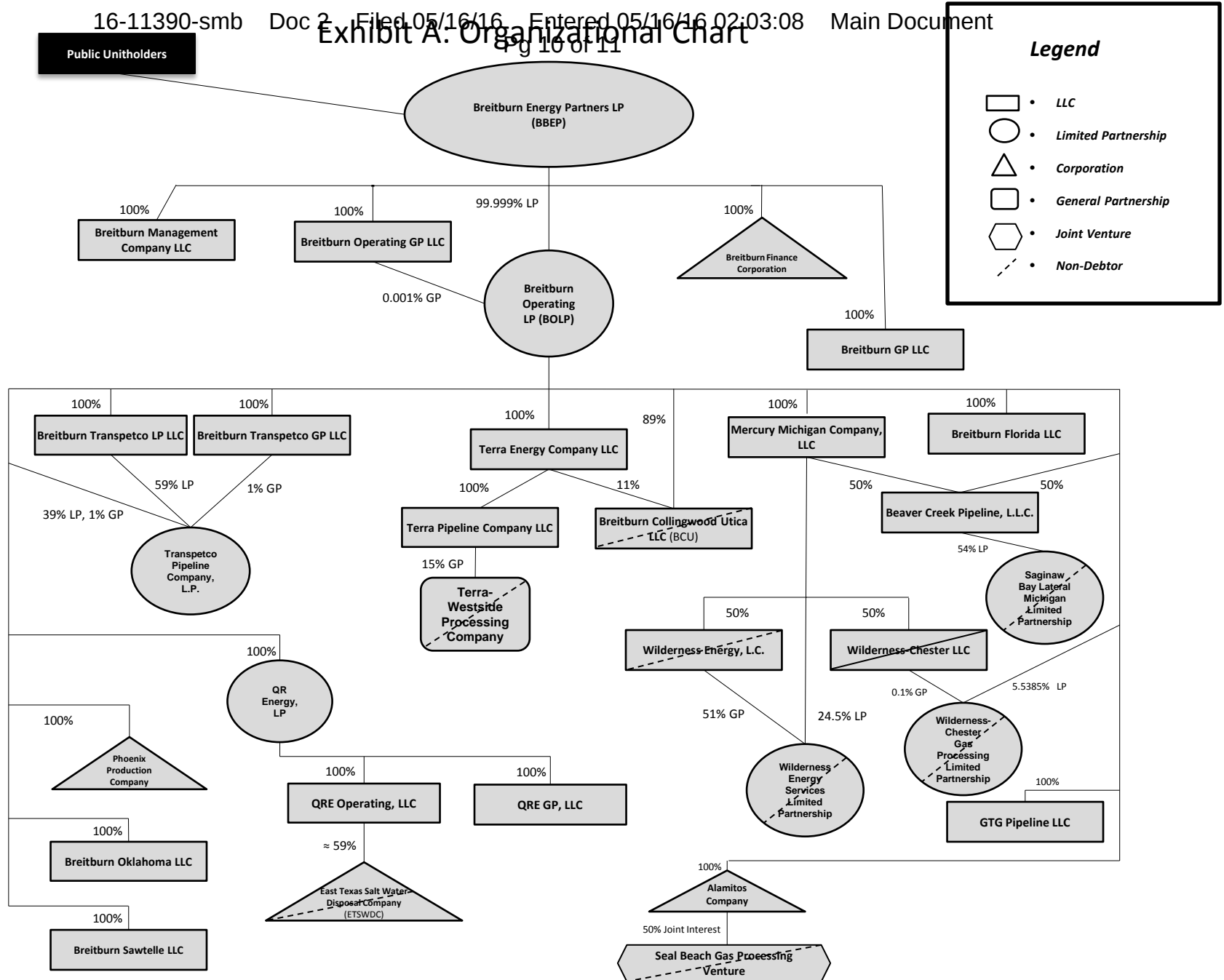
13. Alamitos Company owns a 50% joint interest in Seal Beach Gas Processing Venture, a joint venture.

14. An organizational chart that illustrates the Debtors' corporate structure is attached as **Exhibit A**.

Exhibit A

Organizational Chart

Exhibit A: Organizational Chart



Fill in this information to identify the case and this filing:

Debtor Name Breitbart Energy Partners LP, et al.,
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 15, 2016
MM/DD/YYYY

x

/s/ James G. Jackson
Signature of individual signing on behalf of debtor

James G. Jackson
Printed name

Executive Vice President and Chief Financial Officer
Position or relationship to debtor